



ARIZONA CORPORATION COMMISSION

**INSTRUCTIONS
FOR
NONPROFIT ARTICLES OF INCORPORATION**

THESE SAMPLE SETS OF NONPROFIT ARTICLES OF INCORPORATION HAVE BEEN PREPARED IN AN EFFORT TO OFFER GUIDANCE IN THE PREPARATION OF YOUR ARTICLES OF INCORPORATION. ONE SET IS INTENDED FOR CORPORATIONS THAT PROPOSE TAX EXEMPT STATUS, AND THE OTHER FOR CORPORATIONS THAT WILL BE SUBJECT TO TAXATION. PLEASE BE ADVISED, HOWEVER, THAT THESE SAMPLES REFLECT ONLY THE MINIMUM PROVISIONS REQUIRED BY LAW. YOU SHOULD SEEK PRIVATE LEGAL COUNSEL FOR THOSE MATTERS WHICH PERTAIN TO THE INDIVIDUAL NEEDS OF YOUR CORPORATION.

PLEASE be sure to include zip codes where addresses are required.

CHARACTER OF AFFAIRS - State briefly the character of affairs which the corporation initially intends to actually conduct in this state. Such statement shall not limit the character of affairs which the corporation ultimately conducts. See A.R.S. § 10-3202.

ARTICLE 2 (TAX EXEMPT) - The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication #557, which is available at your local IRS office, before completing this article.

ARTICLE 4 (TAX EXEMPT) - This article is included for the purpose of obtaining tax-exempt status with the Internal Revenue Service. If the corporation intends to apply for tax-exempt status under Federal Law, you will need to cite the specific Section of the Internal Revenue Code, as amended, under which your corporation plans to organize. For further information please refer to Federal Publication #557 which is available at your local IRS office.

ARTICLE 5 (TAX EXEMPT) - Insert applicable Section number of the IRS Code. (See instruction for Article 4.)

ARTICLE 11 (TAX EXEMPT) - Check the box for this Article only if, depending upon the proposed purpose of your corporation, a non discrimination provision is required. Please refer to Federal Publication #557, before making a determination.

INDEMNIFICATION - This provision is not mandatory. Please refer to A.R.S. § 10-3851.

STATUTORY AGENT - The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O.Box, then they must also provide a physical description of their street address/location.

**** SPECIAL NOTES ****

If you are intending to incorporate as a 501(c)(3) organization, your Articles of Incorporation must satisfy the requirements of the Organizational Test as provided in the INTERNAL REVENUE SERVICE Publication 557. For information regarding Tax Exempt Status, for any proposed nonprofit organization, please contact the I.R.S. office in your community.

You may include any other provision not inconsistent with law which the incorporators elect to set forth.
(A.R.S. § 10-3202.B.3)

It is not necessary to state in your articles of incorporation any of the corporate powers already enumerated in the Nonprofit Code. (A.R.S. § 10-3202.C.3.)

PLEASE MAKE SURE YOUR ARTICLES ARE PROPERLY SIGNED AND DATED.

Corporations Division
Arizona Corporation Commission
1300 W. Washington
Phoenix, AZ 85007

(or)

400 W. Congress
Tucson, AZ 85701

Re: NONPROFIT ARTICLES OF INCORPORATION

To: Corporate Filings

Enclosed please find our Certificate of Disclosure, a check for forty dollars (\$40), and an original plus two (2) copies of our Articles of Incorporation.

Please be advised that we of (Name of Corporation) have selected the date of _____ to be our Fiscal Date. We understand that an Annual Report will be due in the fourth month following the close of our fiscal year, and that the Corporation Commission will mail our corporation an Annual Report that must be fully completed and returned to the Commission with the appropriate fees once each year. We also understand that failure to return a complete and accurate Annual Report may result in our corporation's administrative dissolution.

The corporate address shall be:

We shall immediately notify the Corporation Commission, in writing, of any change to this address.

Please return the filed copies to:

Sincerely,

**DO NOT PUBLISH
THIS SECTION**

ARTICLE 1

If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form.

ARTICLES 2

The Internal Revenue Code places certain restrictions upon the purpose of a tax exempt non profit corporation. Please refer to Federal Publication#557, available at your local IRS office, before completing this article.

ARTICLE 3

The name cannot imply that the corporation is organized for any character of affairs other than the initial business indicated in this article.

ARTICLE 4

This Articles is included for the purpose of obtaining tax-exempt status with the IRS and to comply with A.R.S. §10-2326. If the corporation intends to apply for tax-exempt status, you will need to cite the specific Section of the IRS code, as amended, under which the corporation plans to organize. For further information please refer to publication #557.

ARTICLE 5

Insert applicable Section number of the IRS Code. See Article 5.

**DO NOT PUBLISH
THIS SECTION**

**ARTICLES OF INCORPORATION
OF A TAX-EXEMPT**

(Arizona Non-Profit Corporation)

1. Name: The Name of the Corporation is _____

2. Purpose: The purpose for which the corporation is organized is: _____

3. Character of Affairs: The character of affairs of the corporation will be: _____

4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements,) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section _____ of the Internal Revenue Code of _____ (or the corresponding provision of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section _____ of the Internal Revenue Code of _____ (or the corresponding provisions of any future United States Internal Revenue Laws).
5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section _____ of the Internal Revenue Code of _____ (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
6. The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

ARTICLE 6

This provision is not mandatory. See A.R.S. §10-3302.14.

ARTICLE 7

A minimum of 1 director is required.

Name:

Address:

City, State, Zip:

Name:

Address:

City, State, Zip:

ARTICLE 8

May be in care of the statutory agent.

ARTICLE 9

The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

Name:

Address:

City, State, Zip:

ARTICLE 10

A minimum of 1 incorporator is required. All incorporators must sign both the Articles of Incorporation and the Certificate of Disclosure.

7. Board of Directors The initial board of directors shall consist of _____ director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of the members, if a member corporation, or Board of Directors, if the corporation has no members, or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

8. Known Place of Business. (In Arizona) The street address of the known place of business of the Corporation is:

9. Statutory Agent. (In Arizona) The name and address of the statutory agent of the Corporation is:

10. Incorporators. The name(s) and address(es) of the incorporator(s) is (are):

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

11. Q (check this box, if this provision will apply to your corporation.)

DISCRIMINATION: The corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

**DO NOT PUBLISH
THIS SECTION**

ARTICLE 12

The Articles must indicate if the corporation will, or will not have members.

Phone and fax numbers are optional

The agent must consent to the appointment by executing the consent.

The Articles must be accompanied by a Certificate of Disclosure, executed within 30 days of delivery to the Commission, by all incorporators.

CF:0041 - For TAX-EXEMPT
Non Profit Corporations
Rev: 5/2003

12. MEMBERS (Check One)

The corporation _____ will _____ will not have members.

EXECUTED this _____ day of _____, _____ by all of the incorporators.

Signed: _____

[Print Name Here]

[Print Name Here]

PHONE _____ FAX _____

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this _____ day of _____, _____.

Signed _____

[Print Name Here]

[If signing on behalf of a company serving as statutory agent, print company name here]